

RECORDATION NO. 17039-N FILED

OCT 02 '09 -12 45 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301

WASHINGTON, DC

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL: alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

October 2, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Lease Termination (UPRR 1990-1), dated as of October 1, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement and related documents previously filed with the Commission under Recordation Number 17039.

The names and addresses of the parties to the enclosed document are:

Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

Lessor: U. S. Bank National Association,
(as successor to Meridian Trust Company)
225 Franklin Street
Boston, MA 02101

Anne K. Quinlan, Esq.
October 2, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is.

27 railcars RELEASED within the series CHTT 500213 - 500714 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index follows:

Partial Lease Termination (UPRR 1990-1).

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 17039-N FILED

OCT 02 '09 -12 45 PM

SURFACE TRANSPORTATION BOARD

EXECUTION VERSION

(UPRR 1990-1)

PARTIAL LEASE TERMINATION

Dated as of October 1, 2009

between

**UNION PACIFIC RAILROAD COMPANY,
as Lessee**

and

**U.S. BANK, NATIONAL ASSOCIATION
(successor to Meridian Trust Company),
not in its individual capacity but solely as Owner Trustee,
as Lessor**

THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON EXHIBIT B ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE, WITH RESPECT TO THE EQUIPMENT, AND ONLY THE EQUIPMENT, DESCRIBED ON EXHIBIT A ATTACHED HERETO

THIS PARTIAL LEASE TERMINATION (this "Agreement"), dated as of October 1, 2009 between UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), and U.S. BANK, NATIONAL ASSOCIATION (successor to Meridian Trust Company), a national banking association, not in its individual capacity except as otherwise expressly provided, but solely as the Owner Trustee (the "Owner Trustee" or "Lessor") under the Trust Agreement.

WITNESSETH

WHEREAS, the Lessee and the Owner Trustee have heretofore entered into a Lease Agreement dated as of September 1, 1990 (as supplemented and amended from time-to-time, the "Lease"; capitalized terms used herein without definition shall have the respective meanings set forth in the Lease);

WHEREAS, Section 4(b) of the Lease provides for the redelivery at the end of the Basic Term of the Hopper Cars; and

WHEREAS, the Lessee provided notice to Lessor dated December 16, 2008, that it has elected to return the Hopper Cars at the end of the Basic Term;

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the parties hereto hereby agree as follows:

1. The Lessor and the Lessee hereby acknowledge that effective as of the date hereof, the Lease is hereby terminated and canceled in accordance with its terms with respect to the Hopper Cars referenced in Exhibit A attached hereto (the "Terminated Cars"), provided that nothing contained herein shall affect those provisions of the Lease or the Participation Agreement which are expressly stated to survive such termination.

2. The Lessor will give the Lessee no less than two (2) days prior notice of the closing date for the sale of the Terminated Cars (the "Delivery Date"). The Lessee hereby agrees that no later than seven (7) days after the Delivery Date, the Lessee will deliver the Terminated Cars to the Lessee's Interchange Point with Burlington Northern Santa Fe Railroad in Minneapolis, Minnesota (the "Transfer Location") and that the Lessee will be responsible for all costs associated with such move (including any storage costs) and any applicable taxes prior to tender of the Terminated Cars for delivery at the Transfer Location. The Lessee will give the Lessor no less than two (2) days prior notice of the delivery date for the Terminated Cars at the Transfer Location.

3. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.

4. This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,
as Lessee

By: 
Name: Gary W. Giosz
Title: Assistant Treasurer

U.S. BANK, NATIONAL ASSOCIATION
(successor to Meridian Trust Company),
not in its individual capacity but solely as Owner
Trustee,
as Lessor

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,
as Lessee

By: _____
Name: Gary W. Grosz
Title: Assistant Treasurer

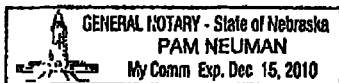
U.S. BANK, NATIONAL ASSOCIATION
(successor to Meridian Trust Company),
not in its individual capacity but solely as Owner
Trustee,
as Lessor

By: Nicole Poole
Name: Nicole Poole
Title: Vice President

State of Nebraska)
)
County of Douglas) ss

On this 1st day of October, 2009, before me, a notary public, personally appeared Gary W. Grosz, to me personally known, who being by me duly sworn says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



Pam Neuman
Pam Neuman, Notary Public

My Commission Expires: Dec. 15, 2010

State of Delaware)
)
County of New Castle) ss

On this ____ day of _____, 2009, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that (s)he is the _____ of U.S. BANK, NATIONAL ASSOCIATION (SUCCESSOR TO MERIDIAN TRUST COMPANY, N.A.) and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires' _____

State of Nebraska)
)
County of Douglas) ss

On this ____ day of _____, 2009, before me, a notary public, personally appeared Gary W. Grosz, to me personally known, who being by me duly sworn says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Pam Neuman, Notary Public

My Commission Expires: Dec. 15, 2010

State of Delaware)
)
County of New Castle) ss

On this 1 day of October, 2009, before me, a notary public, personally appeared Nicole Poole, to me personally known, who being by me duly sworn says that (s)he is the Vice President of U.S. BANK, NATIONAL ASSOCIATION (SUCCESSOR TO MERIDIAN TRUST COMPANY, N.A.) and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Kenneth E. Holbert, Sr.
Notary Public

My Commission Expires: 10/30/2012

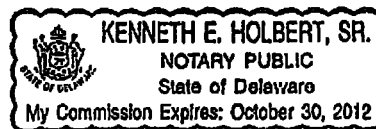


Exhibit A

EQUIPMENT TO BE RELEASED

Description: Rotary dump hopper cars

Total Quantity of Units to be Released: 27

Mark: CHTT

500537
500703
500683
500534
500213
500700
500462
500644
500511
500679
500276
500696
500339
500316
500433
500620
500480
500642
500454
500714
500318
500627
500453
500543
500427
500281
500582

Exhibit B
Page 1 of 2

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Recordation Number</u>
Lease Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Lessor, and Union Pacific Railroad Company, as Lessee	October 1, 1990	17039
Indenture and Security Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Owner Trustee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	17039-A
Lease and Indenture Supplement No. 1, dated October 1, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	17039-B
Lease and Indenture Supplement No. 2, dated December 27, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	December 27, 1990	17039-C
Lease and Indenture Supplement No. 3, dated July 10, 1992	Not recorded.	
Lease and Indenture Supplement No. 4 and Amendment Agreement, dated October 28, 2002, among Union Pacific Railroad Company, as Lessee, Banc One Kentucky Leasing Corporation, as Owner Participant, Wachovia Trust Company, N A , as Owner Trustee, Thrivent Financial for Lutherans, as Loan Participant, and Wilmington Trust Company, as Indenture Trustee	Not recorded.	

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Document Key</u>
Lease Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Lessor, and Union Pacific Railroad Company, as Lessee	October 1, 1990	9752
Indenture and Security Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Owner Trustee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	9753
Lease and Indenture Supplement No. 1, dated October 1, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	9754
Lease and Indenture Supplement No. 2, dated December 27, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	December 27, 1990	9751
Lease and Indenture Supplement No. 3, dated July 10, 1992	Not recorded.	
Lease and Indenture Supplement No. 4 and Amendment Agreement, dated October 28, 2002, among Union Pacific Railroad Company, as Lessee, Banc One Kentucky Leasing Corporation, as Owner Participant, Wachovia Trust Company, N.A., as Owner Trustee, Thrivent Financial for Lutherans, as Loan Participant, and Wilmington Trust Company, as Indenture Trustee	Not recorded.	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

10/2/09



Robert W Alvord